

1 THE HONORABLE JOHN H. CHUN

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7 UNITED STATES DISTRICT COURT
8 WESTERN DISTRICT OF WASHINGTON
9 AT SEATTLE

10 FEDERAL TRADE COMMISSION, et al.,

11 Plaintiffs,

12 v.

13 AMAZON.COM, INC., a corporation,

14 Defendant.
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Case No. 2:23-cv-01495-JHC

**DECLARATION OF BRYSON
BACHMAN IN SUPPORT OF
AMAZON'S LCR 37 JOINT
SUBMISSION FOR A PROTECTIVE
ORDER**

17 **DECLARATION OF BRYSON BACHMAN**

18 I, Bryson Bachman, declare as follows:

19 1. I am over 21 years of age, and I am competent to make this declaration. The
20 statements herein are true and within my personal knowledge unless stated otherwise.

21 2. Since October 15, 2018, I have served in Amazon.com, Inc.'s ("Amazon")
22 Litigation Department. From October 15, 2018 to September 30, 2022, I served as a Senior
23 Corporate Counsel of Litigation in the Litigation Department. Since October 1, 2022, I have
24 served as an Associate General Counsel of Competition in the Litigation Department. I am an
25 attorney and active member in good standing licensed to practice in the District of Columbia and
26 the State of Washington.

1 3. I make this declaration in support of Amazon's position contained within the LCR
2 37 Joint Submission for a Protective Order. As described in this declaration, my access to
3 "Highly-Confidential Attorneys' Eyes Only" material would not risk inadvertent disclosure of
4 highly-confidential information to Amazon officers and employees involved in competitive
5 decision-making, and my access is essential to my duty and responsibility to provide legal advice
6 to Amazon and to assist outside counsel in the formulation of Amazon's defense.

7 4. Amazon maintains a legal department comprised of hundreds of attorneys and
8 supporting personnel. Amazon has adopted a structure to ensure that the company and its
9 business units receive legal counsel while also having a separate group focus on litigation and
10 regulatory matters, and related litigation and regulatory counseling.

11 5. A substantial number of Amazon's attorneys are business attorneys that provide
12 legal advice to a specific Amazon business unit. Amazon's business attorneys work closely with
13 Amazon business units on a day-to-day basis to advise on a particular business's operations and
14 legal issues that arise in connection with those business operations.

15 6. A smaller, separate set of Amazon attorneys (less than 10%) are housed in
16 Amazon's Litigation Department, which report up to Andrew DeVore, Amazon Vice President
17 and Associate General Counsel. The role of Amazon's Litigation attorneys is not to provide day-
18 to-day business advice to Amazon's business units, but rather to provide legal advice on active
19 and potential litigation, regulatory investigations, and enforcement matters.

20 7. Within Amazon's Litigation Department, Nate Sutton, a Vice President and
21 Associate General Counsel, leads an even smaller team of attorneys focused specifically on
22 competition issues ("Competition team"). This Competition team is responsible for managing
23 competition related litigation, regulatory investigations, litigation and regulatory counseling, and
24 participating in representing Amazon in litigation and investigations, such as this case, the
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1 related competition cases against Amazon,¹ and the investigations that preceded this case.

2 8. At Amazon, members of the Competition team actively participate in all aspects
3 of litigation and investigation matters. For example, members of the Competition team have
4 participated in discovery meet and confer calls with opposing counsel in the related competition
5 lawsuits, *see supra* p. 2, n.1; have met with the Federal Trade Commission and State Plaintiffs
6 (“Plaintiffs”) in this case numerous times during the pre-filing investigation; routinely provide
7 input, review, and comment on filings, correspondence, and other work product in the related
8 lawsuits; and have or will attend court proceedings, depositions, and investigative hearings.
9 Amazon’s Competition team routinely takes a very active and hands-on approach to litigation
10 and investigation matters involving the company and is responsible for directing outside counsel
11 and making strategic decisions concerning these litigation and investigation matters.

12 9. I am a member of Amazon’s Competition team under Nate Sutton, and I report
13 directly to him. I actively participate in Amazon’s defense of the related competition lawsuits,
14 including this action. My work primarily entails guiding overall competition litigation based on
15 the strategic direction that I receive from Nate Sutton. My duties consist of working to develop
16 our litigation positions, closely reviewing our filings, providing feedback to outside counsel, and
17 implementing our litigation strategy across lawsuits. An important part of my role is also to
18 coordinate Amazon’s defense across multiple lawsuits.

19 10. I do not participate in day-to-day decision-making about Amazon’s business
20 operations, including the development or implementation of competitive strategies, business
21 plans, and third-party negotiations, or other decisions made in light of similar corresponding
22 information about a competitor, except to provide legal advice as to litigation or regulatory

23 ¹ *See, e.g., Frame-Wilson v. Amazon.com, Inc.*, No. 2:20-cv-00424 (W.D. Wash.), Judge John H. Chun; *De Coster v.*
24 *Amazon.com, Inc.*, No. 2:21-cv-00693 (W.D. Wash.), Judge John H. Chun; *Hogan v. Amazon.com, Inc.*, No. 2:21-
25 *cv-00996* (W.D. Wash.), Judge John H. Chun; *Hopper v. Amazon.com, Inc.*, No. 2:23-cv-01523 (W.D. Wash.),
26 Judge John H. Chun (consolidated with *Hogan* on November 27, 2023); *Zulily v. Amazon.com, Inc.*, No. 2:23-cv-
01900 (W.D. Wash.), Judge Barbara J. Rothstein; *California v. Amazon.com, Inc.*, No. CGC-22-601826 (Cal. Super.
Ct.) (“*California*”), Judge Ethan P. Schulman; *District of Columbia v. Amazon.com, Inc.*, No. 2021 CA 001775 B
(D.C. Super. Ct.), Judge Hiram E. Puig-Lugo; dismissed, appeal pending, No. 22-CV-657 (D.C. Ct. App.); *Mbadiwe*
v. Amazon.com, Inc., No. 1:22-cv-09542 (S.D.N.Y.), Judge Vernon S. Broderick.

1 competition issues.

2 11. I am admitted to see “Highly-Confidential Attorneys’ Eyes Only” material in the
3 *California* lawsuit. The issues and information in the *California* lawsuit overlap with the issues
4 in this action. For example, both cases involve allegations involving Amazon’s pricing policies,
5 its practices involving sellers who sell their products on Amazon’s store, and Amazon’s policies
6 and practices involving its search results page. Under Plaintiffs’ proposed protective order, I will
7 be placed in a situation in which I am able to review documents and information in the
8 *California* lawsuit but will be prohibited from reviewing the same documents and information in
9 this action. To my knowledge, I have not intentionally, inadvertently, or mistakenly disclosed
10 confidential or highly-confidential information to Amazon’s business employees or misused
11 confidential or highly-confidential information.

12 12. It is essential that I and members of my team be permitted access to “Highly-
13 Confidential Attorneys’ Eyes Only” material in order to allow Amazon a meaningful opportunity
14 to participate in its defense. I am one of several attorneys on Amazon’s Competition team
15 responsible for oversight, management, and strategic decision-making in this litigation, and I will
16 play an active role in Amazon’s defense of this lawsuit, including on issues of discovery,
17 litigation strategy, and fact development. I will not be able to effectively communicate with
18 Amazon’s outside counsel on matters relating to this lawsuit if I am unable to review or know of
19 information in the discovery record that another party has chosen to designate as “Highly-
20 Confidential Attorneys’ Eyes Only.”

21 13. Moreover, Amazon currently faces a multitude of lawsuits alleging similar and
22 overlapping allegations to those that the Plaintiffs have alleged here. *See supra* p. 2, n.1.
23 Amazon does not work with the same outside counsel for each lawsuit. My duties include
24 working with outside counsel on each of these pending lawsuits in addition to outside counsel
25 that are involved in a number of regulatory and enforcement matters. My responsibilities include
26 ensuring that Amazon coordinates its defenses and discovery development across the related

1 lawsuits, especially given the overlapping subject matter and records in the related lawsuits.

2 14. I will not use confidential and/or highly confidential materials that I receive in
3 this action, directly or indirectly, for any purpose inconsistent with the terms of the protective
4 order that is entered by the Court.

5 I declare under penalty of perjury that the foregoing is true and correct.

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7 Executed on February 1, 2024.

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9 By: s/Bryson Bachman
BRYSON BACHMAN